

SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF SAN JOSE

MEMORANDUM

TO: OVERSIGHT BOARD	FROM: Debra Figone Executive Officer
SUBJECT: SEE BELOW	DATE: August 22, 2012

**SUBJECT: APPROVAL OF THE RECOGNIZED OBLIGATION PAYMENT
SCHEDULE 3**

RECOMMENDATION

It is recommended that the Oversight Board adopt a resolution approving the Recognized Obligation Payment Schedule for January 1 to June 30, 2013 (ROPS 3).

BACKGROUND

Pursuant to Health and Safety Code 34177, each Successor Agency needs to submit a Recognized Obligation Payment Schedule (ROPS) to the State Department of Finance (DOF) every six months. The ROPS reflects payments due during that six month period. The DOF has significantly revised the ROPS form to simplify the information and to allow the Successor Agency to provide comments.

AB 1484 approved by the Governor on June 27, 2012, requires that ROPS 3, covering the period January 1, 2013 through June 30, 2013, be approved by the Oversight Board and submitted to the State Department of Finance by September 1, 2012. AB 1484 also revised the approval process so that the County is no longer required to certify the ROPS. The County may file objections to the Oversight Board and/or DOF, but it is no longer required to approve the document. Although not required by the law, the County Auditor-Controller's staff has implemented a procedure whereby it will review the ROPS and issue a letter stating one of the following: no objection, continuing review, or objection. This letter would be forwarded to the Oversight Board and DOF for consideration.

The revised ROPS form requires the Successor Agency to compare the estimated versus actual expenditures from the ROPS 1 period. On May 24, 2012, the Oversight Board approved updates and formatting changes to both the Re-Certified ROPS 1 for the period January 1 to June 30, 2012 and ROPS 2 for the period July 1 to December 31, 2012. On July 9, 2012, the Oversight Board approved certain adjustments to the Re-Certified ROPS 1 and the Certified ROPS 2 to more accurately reflect cash flow and sources of payments which depict an insufficiency of funds. However, the DOF has since stated that it will not accept revised ROPS submitted after May 24, 2012, and has advised that all corrections to ROPS 1 be made on ROPS 3. Therefore,

staff has completed the true-up information for ROPS 1 using the document approved by the Oversight Board on May 24, 2012, and currently approved by DOF.

ANALYSIS

Since the passage of AB X1 26 last summer, Successor Agency and City staff have worked in coordination with representatives of the County Auditor-Controller, the State Department of Finance, and the State Controller's Office to gain a thorough understanding of the required documentation and reports mandated under the new legislation. The legislation requires the production of a series of documents in which one report relies on the information produced in a prior report. These reports include the Enforceable Obligations Schedule, the Recognized Obligation Payment Schedules, and the Insufficiency of Funds report recently completed by the County Auditor-Controller. The Department of Finance is responsible for providing the form Recognized Obligation Payment Schedule (ROPS) that a successor agency must use to report enforceable obligations for the upcoming six month period. Outlined below are changes and additional reporting requirements the DOF has implemented in connection with the completion of ROPS 3 for the reporting period January to June 2013.

Summary of Updates to ROPS 3

Staff is recommending approval of ROPS 3 including updates since ROPS 1 and 2:

Format Modifications – The State Department of Finance has modified the previous ROPS format by eliminating Forms "A", "B", "C" and "D" and has combined all ROPS information on one form. Monthly estimated amounts are no longer required and payments for each enforceable obligation are reported as a lump sum amount for the six month reporting period in the appropriate funding source column. An extra column has been added to include the contract/termination date for each ROPS item and a Notes form has been added to provide additional and pertinent information related to an enforceable obligation listed on the ROPS. The new format also includes designated line item numbers for each obligation that will remain with that obligation permanently.

Summary Sheet - The new Summary Sheet provides a calculation of the Successor Agency's total outstanding debt or obligations as forecasted as of January 1, 2013. In addition, current year debt and/or obligations are summarized for the six-month period of January 1, 2013 through June 30, 2013, and compared to the amount of funds forecasted to be deposited into the Redevelopment Property Tax Trust Fund (Trust Fund) in this same period. In the case of the San Jose Successor Agency, the enforceable obligations, including debt service, exceed the amount of forecasted amount of tax revenues to be deposited into the Trust Fund.

It should be noted that the information required on line E, the six-month total anticipated deposit into the Redevelopment Property Tax Trust Fund (RPTTF), was provided by the County Auditor-Controller. The amount, \$165.1 million, is disputed by the Successor Agency, in that it

does not include all revenues that comprise former tax increment. Specifically, certain property tax levies, in the amount of approximately \$7.5 million are being withheld. Additionally, the amount provided by the County Auditor-Controller deducts certain administrative fees and costs that are prohibited from being deducted from tax increment under the terms of the former Agency's bond indentures, and the terms of the County Pass- Through Agreement. The County maintains that it is allowed to withhold these fees under AB X1 26.

Updated Payment Schedules – All payment schedules for obligations included on ROPS have been updated to reflect projected payments by funding source from January to June 2013. Identified in the Notes form are any new line items, obligation name changes, accruals or additional comments for specific line items.

The two most significant new line items are not new obligations, but changes in how the debt service obligations of the former Agency are presented. In ROPS 1 and 2 only the amount of debt service to be paid to the bondholders was reported in each period. However, this method of reporting did not reflect the actual flow of funds that is required by the Indentures for both the Merged Area Tax Allocation Bonds (TABs) and the Housing Set-Aside Tax Allocation Bonds. Under the terms of the Master Indenture for the senior tax allocation bonds, the Successor Agency is required to transmit, upon receipt, all Tax Revenue, which upon receipt by the Trustee, constitutes "a trust fund for the security and payment of the Bonds and Parity Debt" as described in Section 5.01(A) of the Indenture. Furthermore, Section 5.01(B) of the Indenture prescribes the action of the Trustee in the deposit of Revenues into the "Merged Area Redevelopment Project Special Fund" further defined as "Special Fund" for the benefit of bondholders. The Trustee can only distribute funds from the Special Fund as prescribed in Section 5.02 of the Indenture.

To more accurately reflect the actual cash requirements of the Successor Agency under the Master Indenture for the Merged Area TABs, a new line item #1 has been added to ROPS 3 which reflects the requirement that all tax revenues except for amounts equal to the former 20% Housing Set-Aside and senior pass-through obligations be paid to the Trustee immediately upon receipt by the Successor Agency.

The amount of \$134,145,934 represents the payment to the trustee of the projected tax revenues pledged to Merged Area Bondholders anticipated to be received from the RPTTF fund from the January 2, 2013 and June 15, 2013 distributions. These funds are required to be used by the trustee to pay the February 1, 2013 (\$39,387,162.53) and August 1, 2013 (\$93,597,162.53) debt service payments. Any residual amounts, after the June 15, 2012 distribution date, returned by the trustee to the Successor Agency are required to be used to pay the debt service on the subordinate debt – 1996A&B and 2003A&B Variable Rate bonds and will be reported on ROPS 4 as coming from an "other" source of funding.

The indenture governing the Housing Set-Aside Tax Allocation Bonds requires that 20% Housing Set-Aside amounts of tax increment funds be deposited in the Housing Special Fund (reserve fund). These funds are required to be held in a reserve fund until the amount is

sufficient for payment of all senior and subordinate Housing Tax Allocation Bond payments for the following bond year. Funds from the reserve fund are transferred to the fiscal agent when the scheduled payments are due.

Also included on ROPS 3 are accrued amounts for completed but unpaid obligations due to the lack of funds to make payments. These accrual items are also identified in the Notes form.

Additional new line items on ROPS 3 include payment obligations to SunPower, Inc. and SVTC Solar, Inc. for capital equipment purchase reimbursements, and the current amount owed to the City by the Successor Agency per the Reimbursement Agreement.

Inclusion of Long-term Obligations and City Loan Obligations – Included in ROPS 3 are those obligations which are not due in the current reporting period but are approved enforceable obligations that need to be included on the ROPS to accurately reflect the total outstanding debt or obligation amount of the Successor Agency. Included in this category are the County of Santa Clara 2001 Amended & Restated Agreement in connection with the County Pass-Through Payments reporting the amounts accrued for FY 2011-12 and estimated for FY 2012-13 (\$31 million), SERAF loan agreement (\$109 million), Santa Clara County March 2011 Settlement Agreement (\$23.8 million), Parking Fund Loans I and II (\$13.6 million), Markham Terrace Affordable Housing project (\$10 million), Deferred Parkland Fees (\$8.1 million) and Hillview Playground loan (\$.2 million). These City loan agreements are currently invalidated pursuant to the provisions of AB X1 26, but may be re-established upon a Finding of Completion by the DOF subject to future Oversight Board approval.

The Reimbursement Agreement between the City of San José and the Successor Agency, the terms of which were approved by the Oversight Board on June 28, 2012, is also reported in this manner. This resolves concerns expressed by the Oversight Board with tracking these costs on an ongoing basis.

ROPS 1 – True-Up

In conjunction with the submittal of ROPS 3, the Successor Agency must report the difference between the actual payments and estimated obligations for the period January to June 2012 (ROPS 1). Any major differences between the estimated amount and actual payment amount by obligation have been explained in further detail in the Notes form. The debt payments for both the Merged Area Tax Allocation Bonds and the Housing Set-Aside Tax Allocation Bonds were higher than estimated due to the funding of ROPS 2 debt payments in June of the ROPS 1 period. As discussed above, the Merged Area Master Indenture requires the Successor Agency to pay all tax revenues minus the 20% Housing Set-Aside and AB1290 Pass-Thru Payment upon receipt to the Trustee for bond debt service payments. To accurately reflect this requirement and payment, an extra line has been added to the beginning of ROPS 1 to record the receipt of \$132,130,057 in tax revenues received in FY 2011-12 and paid to the Trustee for the February 1, 2012 and August 1, 2012, debt service payments.

The actual payment amounts for the Housing Tax Allocation Bonds were higher than anticipated in ROPS 1. This variance is due to the transfer of funds to the trustee in June 2012 for the August 1, 2012, payments in order to alleviate market and investor concerns regarding the insufficiency of funds.

Additional variances resulted from timing of payments and payments being deferred or delayed as a result of an insufficiency of funds to pay for these obligations. A number of consultant agreements listed on the ROPS are on an as-needed basis and as noted services were not needed during the reporting period as originally anticipated.

Exclusion of Completed Obligations – In accordance with Health & Safety Code 34187 (a) (1) obligations that have been retired or paid-off are to be listed on the ROPS 1 True-Up form and identified in the Notes form. 25 obligations were paid-off or terminated during January to June 2012, which included major projects such as the Civic Auditorium Phase II Project, ACE Charter School assistance, façade grant improvements at 1005-1009 Lincoln Avenue and Casa Feliz relocation payments.

CONCLUSION

As demonstrated in this memorandum and the attached ROPS 3 schedule, there are insufficient funds to meet all of the Successor Agency's enforceable obligations. The City is contributing both General and other funds to make payments absent sufficient tax increment funds. In 2012-2013 the City has budgeted \$16 million to cover these obligations. The total exposure to the City is \$25 million and an estimated \$1.3 million in Successor Agency administrative costs for the six month period January 1, 2013 – June 30, 2013.



DEBRA FIGONE
EXECUTIVE OFFICER

Attachment:

1. Recognized Obligation Payment Schedule (ROPS 3) for January 1 - June 30, 2013

For more information, contact Richard Keit, Managing Director, at 408-795-1849.

Successor Agency Contact Information

Name of Successor Agency:	Successor Agency to the Redevelopment Agency of the City of
County:	San Jose
	Santa Clara
Primary Contact Name:	Richard Keit
Primary Contact Title:	Managing Director
Address	200 East Santa Clara Street, 14th Floor Tower, San Jose, CA
Contact Phone Number:	408-795-1849
Contact E-Mail Address:	richard.keit@sanioseca.gov
Secondary Contact Name:	Abraham M. Andrade, Jr.
Secondary Contact Title:	Chief Financial Officer
Secondary Contact Phone Number:	408-795-1821
Secondary Contact E-Mail Address:	abe.andrade@sanioseca.gov

SUMMARY OF RECOGNIZED OBLIGATION PAYMENT SCHEDULE

Filed for the January 1, 2013 to June 30, 2013 Period

Name of Successor Agency: Successor Agency to the Redevelopment Agency of the City of San Jose

	Total Outstanding Debt or Obligation
Outstanding Debt or Obligation	\$ 3,697,531,719
Current Period Outstanding Debt or Obligation	Six-Month Total
A Available Revenues Other Than Anticipated RPTTF Funding	4,197,606
B Anticipated Enforceable Obligations Funded with RPTTF	219,916,396
C Anticipated Administrative Allowance Funded with RPTTF	1,478,450
D Total RPTTF Requested (B + C = D)	221,394,846
Total Current Period Outstanding Debt or Obligation (A + B + C = E) <i>Should be the same amount as ROPS form six-month total</i>	\$ 225,592,452
E Enter Total Six-Month Anticipated RPTTF Funding <i>(Obtain from county auditor-controller)</i>	165,140,066 (*)
F Variance (E - D = F) <i>Maximum RPTTF Allowable should not exceed Total Anticipated RPTTF Funding</i>	\$ (56,254,780)
Prior Period (January 1, 2012 through June 30, 2012) Estimated vs. Actual Payments (as required in HSC section 34186 (a))	
G Enter Estimated Obligations Funded by RPTTF <i>(Should be the lesser of Finance's approved RPTTF amount including admin allowance or the actual amount distributed)</i>	48,317,439
H Enter Actual Obligations Paid with RPTTF	164,944,840
I Enter Actual Administrative Expenses Paid with RPTTF	-
J Adjustment to Redevelopment Obligation Retirement Fund (G - (H + I) = J)	-
K Adjusted RPTTF <i>(The total RPTTF requested shall be adjusted if actual obligations paid with RPTTF are less than the estimated obligation amount.)</i>	\$ 221,394,846

Certification of Oversight Board Chairman:
Pursuant to Section 34177(m) of the Health and Safety code,
I hereby certify that the above is a true and accurate Recognized
Obligation Payment Schedule for the above named agency.

Name

Title

Signature

Date

(*) Refer to "Notes" section.

RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III)
January 1, 2013 through June 30, 2013

Item #	Project Name / Debt Obligation	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-13	Funding Source						
									LMIHF	Bond Proceeds	Reserve Balance	Admin Allowance	RPTTF	Other	Six-Month Total
	Grand Total						\$ 3,697,531,719	\$ 264,880,325	\$ -	\$ 697,700	\$ -	\$ 1,478,450	\$ 219,916,396	\$ 3,499,906	\$ 225,592,452
1	Merged Area Bonds - Master Indenture	12/1/1993	8/1/2036	Union Bank	Master Indenture - Represents Agency issued bonds that are secured by 80% of future annual tax increment funds (Tax Allocation Bonds)	Merged	2,538,791,699	134,145,934					134,145,934		134,145,934
2	Series 1993 (Merged Area Refunding)	12/1/1993	8/1/2015	Union Bank	This authorizes the issuance of \$692,075,000 aggregate principal amount (Tax Allocation Bonds)	Merged									-
3	Series 1997 (Merged Area)	3/1/1997	8/1/2028	Union Bank	This authorizes the issuance of \$106,000,000 aggregate principal amount (Tax Allocation Bonds)	Merged									-
4	Series 1999 (Merged Area)	1/1/1999	8/1/2019	Union Bank	This authorizes the issuance of \$240,000,000 aggregate principal amount (Tax Allocation Bonds)	Merged									-
5	Series 2002 (Merged Area)	1/1/2002	8/1/2015	Union Bank	This authorizes the issuance of \$350,000,000 aggregate principal amount (Tax Allocation Bonds)	Merged									-
6	Series 2003 (Merged Area)	12/1/2003	8/1/2033	Union Bank	This authorizes the issuance of \$135,000,000 aggregate principal amount (Tax Allocation Bonds)	Merged									-
7	Series 2004A (Merged Area)	5/1/2004	8/1/2019	Union Bank	This authorizes the issuance of \$281,985,000 aggregate principal amount (Tax Allocation Bonds)	Merged									-
8	Series 2005A (Merged Area)	7/1/2005	8/1/2028	Union Bank	This authorizes the issuance of \$152,950,000 aggregate principal amount (Tax Allocation Refunding Bonds)	Merged									-
9	Series 2005B (Merged Area)	7/1/2005	8/1/2028	Union Bank	This authorizes the issuance of \$67,130,000 aggregate principal amount (Tax Allocation Refunding Bonds)	Merged									-
10	Series 2006A (Taxable) (Merged Area)	11/1/2006	8/1/2035	Union Bank	This authorizes the issuance of \$14,300,000 aggregate principal amount (Taxable Tax Allocation Bonds)	Merged									-
11	Series 2006B (Merged Area)	11/1/2006	8/1/2035	Union Bank	This authorizes the issuance of \$67,000,000 aggregate principal amount (Taxable Tax Allocation Bonds)	Merged									-
12	Series 2006C (Merged Area)	12/1/2008	8/1/2032	Union Bank	This authorizes the issuance of \$423,430,000 aggregate principal amount (Tax Allocation Refunding Bonds)	Merged									-
13	Series 2006D (Merged Area)	12/1/2006	8/1/2032	Union Bank	This authorizes the issuance of \$277,755,000 aggregate principal amount (Tax Allocation Refunding Bonds)	Merged									-
14	Series 2007 A (Taxable) (Merged Area)	10/1/2007	8/1/2036	Union Bank	This authorizes the issuance of \$21,330,000 aggregate principal amount (Taxable Tax Allocation Bonds)	Merged									-
15	Series 2007B (Merged Area)	10/1/2007	8/1/2036	Union Bank	This authorizes the issuance of \$191,600,000 aggregate principal amount (Tax Allocation Bonds)	Merged									-
16	Series 2008A (Merged Area)	12/1/2008	8/1/2035	Union Bank	This authorizes the issuance of \$37,150,000 aggregate principal amount (Tax Allocation Bonds)	Merged									-
17	Series 2008B (Merged Area)	11/1/2008	8/1/2035	Union Bank	This authorizes the issuance of \$80,145,000 aggregate principal amount (Tax Allocation Bonds)	Merged									-
18	Series 1993 (Merged Area Refunding)	12/1/1993	8/1/2015	Union Bank	Fiscal Agent Fees	Merged	117,694	10,190					10,190		10,190
19	Series 1997 (Merged Area)	3/26/1997	8/1/2028	Union Bank	Fiscal Agent Fees	Merged	48,750	3,250					3,250		3,250
20	Series 1999 (Merged Area)	1/7/1999	8/1/2019	Union Bank	Fiscal Agent Fees	Merged	55,468	3,070					3,070		3,070
21	Series 2002 (Merged Area)	1/23/2002	8/1/2015	Union Bank	Fiscal Agent Fees	Merged	76,235	3,250					3,250		3,250
22	Series 2003 (Merged Area)	3/28/2004	8/1/2033	Union Bank	Fiscal Agent Fees	Merged	74,410	3,250					3,250		3,250
23	Series 2004A (Merged Area)	5/26/2004	8/1/2019	Union Bank	Fiscal Agent Fees	Merged	81,550	3,550					3,550		3,550
24	Series 2005A & B (Merged Area)	10/19/2005	8/1/2028	Union Bank	Fiscal Agent Fees	Merged	110,940	4,530					2,700		2,700
25	Series 2006A & B (Merged Area)	11/10/2008	8/1/2035	Union Bank	Fiscal Agent Fees	Merged	74,015	3,055							-
26	Series 2006C & D (Merged Area)	12/6/2006	8/1/2032	Union Bank	Fiscal Agent Fees	Merged	105,365	4,380							-

Item #	Project Name / Debt Obligation	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-13	Funding Source						
									LMIHF	Bond Proceeds	Reserve Balance	Admin Allowance	RPTTF	Other	Six-Month Total
27	Series 2007A & B (Merged Area)	11/5/2007	8/1/2036	Union Bank	Fiscal Agent Fees	Merged	122,160	4,765							-
28	Series 2008A (Merged Area)	12/15/2008	8/1/2035	Union Bank	Fiscal Agent Fees	Merged	72,870	2,190					2,190		2,190
29	Series 2008B (Merged Area)	11/4/2008	8/1/2035	Union Bank	Fiscal Agent Fees	Merged	69,660	2,430							-
30	Series 1996A (Merged Area) - (refer to "Notes" section)	8/1/1996	7/1/2026	US Bank	Senior Subordinated Bonds (Tax Allocation Bonds) These bonds are secured by a reimbursement agreement from JP Morgan. Remaining amount of obligation assumes interest at highest allowed variable rate.	Merged	23,385,645	1,252,770					1,230,782		1,230,782
31	Series 1996B (Merged Area) - (refer to "Notes" section)	8/1/1996	7/1/2026	US Bank	Senior Subordinated Bonds (Tax Allocation Bonds) These bonds are secured by a reimbursement agreement from JP Morgan. Remaining amount of obligation assumes interest at highest allowed variable rate.	Merged	23,385,645	1,254,187					1,231,609		1,231,609
32	Series 2003A (Merged Area) - (refer to "Notes" section)	8/1/2003	8/1/2032	US Bank	Senior Subordinated Bonds (Tax Allocation Bonds) These bonds are secured by a reimbursement agreement from JP Morgan. Remaining amount of obligation assumes interest at highest allowed variable rate.	Merged	33,288,418	1,378,489					1,345,786		1,345,786
33	Series 2003B (Merged Area) - (refer to "Notes" section)	8/1/2003	8/1/2032	US Bank	Senior Subordinated Bonds (Tax Allocation Bonds) These bonds are secured by a reimbursement agreement from JP Morgan. Remaining amount of obligation assumes interest at highest allowed variable rate.	Merged	15,290,959	38,445					19,223		19,223
34	Fiscal Agent Fees - Subordinate Obligations	7/25/2011	8/1/2032	US Bank	Fiscal Agent Fees	Merged	166,076	27,300					16,000		16,000
35	Letter of Credit Fees (refer to "Notes" section)	6/1/1996	3/1/2013	JP Morgan	Letter of Credit Fees-Series 1996A&B and Series 2003A&B	Merged	2,556,000	2,556,000					1,290,000		1,290,000
36	Series 1996A (Merged Area)	1/9/2012	8/1/2032	Citigroup Global Markets, Inc.	Remarketing Fees - Variable Rate Bonds	Merged	208,152	14,868					7,434		7,434
37	Series 2003A (Taxable) (Merged Area)	1/3/2012	8/1/2032	JPMS LLC Cash Management	Remarketing Fees - Variable Rate Bonds	Merged	422,160	21,108					10,554		10,554
38	Series 1996B & 2003B (Merged Area)	1/5/2012	8/1/2032	Bank of America/Merrill Lynch	Remarketing Fees - Variable Rate Bonds	Merged	514,128	32,568					16,284		16,284
39	Series 1996A & B; Series 2003A &B; Series 2008F (Merged Area)	12/1/1993	8/1/2032	Standard & Poors	Annual Analytical Review	Merged	145,500	9,000					4,500		4,500
40	Series 1997E (AMT) (Merged Area)	6/1/1997	8/1/2027	Wells Fargo Bank	Housing Tax Allocation Bonds	Merged	27,903,576	1,324,938					487,581		487,581
41	Series 2003J (Taxable) (Merged Area)	7/1/2003	8/1/2029	Wells Fargo Bank	Housing Tax Allocation Bonds	Merged	43,258,194	3,970,861					804,057		804,057
42	Series 2003K (Merged Area)	7/1/2003	8/1/2029	Wells Fargo Bank	Housing Tax Allocation Bonds	Merged	8,126,745	473,206					119,648		119,648
43	Series 2005A (Merged Area)	6/1/2005	8/1/2035	Wells Fargo Bank	Housing Tax Allocation Bonds	Merged	15,212,163	481,588					240,794		240,794
44	Series 2005B (Merged Area)	6/1/2005	8/1/2035	Wells Fargo Bank	Housing Tax Allocation Bonds	Merged	182,144,694	8,824,188					2,824,352		2,824,352
45	Series 2010A-1 (Merged Area)	4/1/2010	8/1/2035	Wells Fargo Bank	Housing Tax Allocation Bonds	Merged	9,887,631	2,854,781					1,427,391		1,427,391
46	Series 2010A-2 (Merged Area)	4/1/2010	8/1/2035	Wells Fargo Bank	Housing Tax Allocation Bonds	Merged	3,104,350	111,150					55,575		55,575
47	Series 2010B (Taxable) (Merged Area)	4/1/2010	8/1/2035	Wells Fargo Bank	Housing Tax Allocation Bonds	Merged	4,420,118	1,618,392					84,458		84,458
48	Series 2010C (Taxable) (Merged Area) (refer to "Notes" section)	4/1/2010	8/1/2035	Wells Fargo Bank	Housing Tax Allocation Bonds-Note: Remaining amount of obligation assumes interest at highest allowed variable rate	Merged	225,689,042	4,865,344					1,400,344		1,400,344
49	Series 1997E (AMT) (Merged Area)	7/1/2011	8/1/2027	Wells Fargo Bank	Fiscal Agent Fees	Merged	23,250	1,000							-
50	Series 2003J (Taxable) (Merged Area)	7/1/2011	8/1/2029	Wells Fargo Bank	Fiscal Agent Fees	Merged	16,200	1,350							-

Item #	Project Name / Debt Obligation	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-13	Funding Source						
									LMIHF	Bond Proceeds	Reserve Balance	Admin Allowance	RPTTF	Other	Six-Month Total
51	Series 2003K (Merged Area)	7/1/2011	8/1/2029	Wells Fargo Bank	Fiscal Agent Fees	Merged	31,200	1,350							-
52	Series 2005A& B (Merged Area)	6/1/2011	8/1/2035	Wells Fargo Bank	Fiscal Agent Fees	Merged	37,900	2,700							-
53	Series 2010A-1 (Merged Area)	4/1/2010	8/1/2035	Wells Fargo Bank	Fiscal Agent Fees	Merged	45,500	4,500					4,500		4,500
54	Series 2010B (Taxable) (Merged Area)	4/14/2011	8/1/2035	Wells Fargo Bank	Fiscal Agent Fees	Merged	4,500	1,500							-
55	Series 2010C (Taxable) (Merged Area)	4/1/2010	8/1/2035	Wells Fargo Bank	Fiscal Agent Fees	Merged	34,500	1,500							-
56	Commercial Paper (refer to "Notes" section)	5/6/2010	6/30/2015	Wells Fargo Bank	Commercial Paper used to fund affordable housing projects.	Merged	14,227,000	600,000					300,000		300,000
57	Reserve pursuant to H&S 34171(d)(1)(A) for funding debt obligations due in the next ROPS period (refer to "Notes" section)	N/A	N/A	Wells Fargo Bank	H&S 34171(d)(1)(A) allows creation of a reserve as an enforceable obligation when the property tax allocation for the following ROPS period will be insufficient to pay all obligations due under provisions of bonds for the next payments due in the following half of the calendar year.	Merged	30,994,132	30,994,132					30,994,132		30,994,132
58	4th and San Fernando - Series 2001A	4/1/2001	9/1/2026	Wells Fargo Bank	Two Agency Projects, the Convention Center and the 4th Street Garage, were financed by bonds issued by the SJ Financing Authority and backed by Redevelopment Agency revenues.	Merged	47,109,519	3,362,833					1,681,417		1,681,417
59	4th and San Fernando - Series 2001A	4/1/2001	9/1/2026	Wells Fargo Bank	Fiscal Agent Fees	Merged	46,200	2,200					2,200		2,200
60	Convention Center - Series 2001F	9/20/2011	9/1/2022	US Bank	Two Agency Projects, the Convention Center and the 4th Street Garage, were financed by bonds issued by the SJ Financing Authority and backed by Redevelopment Agency revenues.	Merged	167,538,975	15,340,225					2,996,750		2,996,750
61	Convention Center - Series 2001F	9/20/2011	9/1/2022	US Bank	Fiscal Agent Fees	Merged	43,470	2,415							-
62	CSCDA - 2005 ERAF Loan	4/1/2005	8/1/2015	CSCDA/Wells Fargo	Debt incurred for payment to the State to fund schools through the Education Revenue Augmentation Fund (ERAF). The State will intercept the City's property tax revenues to the extent that the loan repayment are not made by the Agency.	Merged	5,059,836	2,478,372					1,239,186		1,239,186
63	CSCDA - 2006 ERAF Loan	4/1/2005	8/1/2016	CSCDA/Wells Fargo	Debt incurred for payment to the State to fund schools through the Education Revenue Augmentation Fund (ERAF). The State will intercept the City's property tax revenues to the extent that the loan repayment are not made by the Agency.	Merged	5,533,142	2,014,684					1,007,342		1,007,342
64	HUD Section 108 Note (Masson/Dr. Eu/Security)	1/27/1997	8/1/2016	Bank of New York	Debt incurred for U.S. Department of Housing and Urban Development (HUD) Section 108 Loans.	Merged	1,704,788	370,597						8,399	8,399
65	HUD Section 108 Note (CIM Block 3/Central Place)	1/30/2006	8/1/2025	Bank of New York	Contract for loan guarantee assistance for housing and urban development	Merged	11,925,144	704,260					56,140		56,140

Item #	Project Name / Debt Obligation	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-13	Funding Source						
									LMIHF	Bond Proceeds	Reserve Balance	Admin Allowance	RPTTF	Other	Six-Month Total
66	HUD Section 108 Note (Story/King Retail)	1/9/2008	8/1/2025	Bank of New York	Deed of trust	Merged	16,039,838	925,143					75,461		75,461
67	May 2001 Amended & Restated Agreement between The County of Santa Clara and the Agency (refer to "Notes" section)	5/22/2001	N/A	County of Santa Clara	Annual formula based on tax increment revenue (Accrued from FY 2011-12)	Merged	15,719,157	15,719,157					15,719,157		15,719,157
68	May 2001 Amended & Restated Agreement between The County of Santa Clara and the Agency (refer to "Notes" section)	5/22/2001	N/A	County of Santa Clara	Annual formula based on tax increment revenue (FY 2012-13)	Merged	15,260,478	15,260,478					15,260,478		15,260,478
69	Successor Agency Bond Activities	9/13/2011	TBD	Bond Logistics	Arbitrage rebate calculation services	Merged	50,000	50,000					50,000		50,000
70	San Jose Redevelopment Agency vs Solis, Torrez dba Patty's Inn	3/2/2011	6/30/2012	Kenneth F. Solis or Bonnie C. Torrez dba Patty's Inn	Settlement Agreement & General Release	Merged	100,000	100,000					100,000		100,000
71	IDT Lease	12/14/2004	7/1/2022	Integrated Device Technology, Inc.	Parking Covenants - 6024 Silver Creek Road	Merged	1,639,000	149,000					149,000		149,000
72	IDT Lease with Option to Purchase	3/2/2010	6/30/2023	Integrated Device Technology, Inc.	Lease of Riparian Property	Merged	300,927	27,357					27,357		27,357
73 (a)	Adobe - Water Monitoring (refer to "Notes" section)	1/25/2010	8/31/2012	AECOM Technical Services, Inc./State Water Resources Control Board	Adobe Water Monitoring Services	Merged	46,426	44,778					44,778		44,778
73 (b)	Adobe - Water Monitoring: Accrual (refer to "Notes" section)	1/25/2010	8/31/2012	AECOM Technical Services, Inc./State Water Resources Control Board	Adobe Water Monitoring Services (Accrued from ROPS #1)	Merged	4,422	4,422					4,422		4,422
74 (a)	Block 3: Central Place Parking	8/6/2009	Refer to "Notes"	The 88 Master/Residential Association	Garage Cost Sharing - Annual Estimate	Merged	257,580	257,580					150,000		150,000
74 (b)	Block 3: Central Place Parking - Accrual (refer to "Notes" section)	8/6/2009	Refer to "Notes"	The 88 Master/Residential Association	Garage Cost Sharing (Accrued from ROPS #1)	Merged	20,715	20,715					20,715		20,715
75	Japantown Parking Lot Lease - Accrual (refer to "Notes" section)	6/5/2007	6/30/2012	Dobashi Kumata Partners	Parking Lot Lease - 575 North Sixth Street (Accrued from ROPS #1)	Merged	3,714	3,714					3,714		3,714
76 (a)	The Alameda Parking Lease	3/27/2009	3/28/2015	Gillick Family Partnership	Parking Lot Lease - The Alameda & Race Street	Merged	28,215	9,189					4,663		4,663
76 (b)	The Alameda Parking Lease - Accrual (refer to "Notes" section)	3/27/2009	3/28/2015	Gillick Family Partnership	Parking Lot Lease - The Alameda & Race Street (Accrued from ROPS #1)	Merged	765	765					765		765
77	The Alameda Parking Lease	8/5/2009	10/30/2016	Gallo Family Real Estate Partnership	Parking Lot Lease - 173 N. Morrison Avenue	Merged	76,000	19,000					19,000		19,000
78 (a)	Automatic Public Toilets	3/20/1998	1/12/2021	JCDecaux San Francisco, LLC & Utility Companies	Rental - Seven Automatic Public Toilets	Merged	5,189,329	600,000					306,000		306,000
78 (b)	Automatic Public Toilets - Accrual (refer to "Notes" section)	3/20/1998	1/12/2021	JCDecaux San Francisco, LLC & Utility Companies	Rental - Seven Automatic Public Toilets (Accrued from ROPS #1)	Merged	143,361	143,361					143,361		143,361
79	Corporate Expansion Program - Accrual (refer to "Notes" section)	11/18/2003	6/30/2012	Mission West Properties, LP	San Jose BioCenter Lease - 5941 Optical Court (Accrued from ROPS #1)	Merged	32,935	32,935					32,935		32,935
80 (a)	San Jose Innovation Center	9/15/2009	9/30/2014	RSTP Investments, LLC	Lease - 100 East Santa Clara Street	Merged	1,204,864	490,000					246,552		246,552
80 (b)	San Jose Innovation Center - Accrual (refer to "Notes" section)	9/15/2009	9/30/2014	RSTP Investments, LLC	Lease - 100 East Santa Clara Street (Accrued from ROPS #1)	Merged	39,895	39,895					39,895		39,895
81	San Pedro Square Urban Market	2/24/2009	Upon Receipt of Notice of Project Completion	Urban Markets, LLC	Building Rehab & Loan Agreement	Merged	600,000	600,000					600,000		600,000
82	Asset Management	1/7/2010	6/30/2013	Gutter Cleaning Roofing Services	Roofing services for SARA-owned properties	Merged	11,350	8,000					6,000		6,000
83 (a)	Asset Management	10/22/2010	12/31/2011	Pro-Sweep, Inc.	Parking Lot Sweeping Services	Merged	499	499					499		499
83 (b)	Asset Management - Accrual (refer to "Notes" section)	10/22/2010	12/31/2011	Pro-Sweep, Inc.	Parking Lot Sweeping Services (Accrued from ROPS #1)	Merged	2,994	2,994					2,994		2,994
84	Property-Based Business Improvement District	1/15/2008	12/31/2012	Property and Business Improvement District	Payment of Downtown San Jose Property-Based Business Improvement District assessments per the agreement between the City of San Jose and the San Jose Downtown Property Owner's Association	Merged	128,977	25,000					25,000		25,000
85	Asset Management/Successor Agency's Lease Obligations	N/A	Contingent upon sale of SARA properties	Miscellaneous Vendors	Utilities, Insurance and maintenance for Successor Agency Properties	Merged	400,000	160,000					65,000		85,000

Item #	Project Name / Debt Obligation	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-13	Funding Source						
									LMIHF	Bond Proceeds	Reserve Balance	Admin Allowance	RPTTF	Other	Six-Month Total
86	San Jose Downtown Association - Accrual (refer to "Notes" section)	3/18/2011	6/30/2012	San Jose Downtown Association	Marketing/Promotional & Public Space Programming Services (Accrued from ROPS #1)	Merged	14,100	14,100					14,100		14,100
87	NBD: Program Operations - Accrual (refer to "Notes" section)	7/1/2011	6/30/2012	Story Road Business Association	Promotional and Marketing Activities (Accrued from ROPS #1)	Merged	2,327	2,327					2,327		2,327
88	Center for Employment Training Facility Renovation - Accrual (refer to "Notes" section)	3/18/2011	4/30/2012	Artik Art & Architecture	Architectural & Cost Estimating Services (Accrued from ROPS #1)	Merged	6,800	6,800					6,800		6,800
89	Center for Employment Training	6/28/2011	6/30/2013	Center for Employment Training (CET)	Owner Participation - Agency assistance to match CET's federal grant to rehab and renovate the property located at 701 Vine Street	Merged	950,000	950,000					950,000		950,000
90	North San Pedro Housing	12/14/2010	Upon Receipt of Certificate of Compliance	First Community Housing per DDA with Swenson and NSPT	Affordable Housing Project-Construction	Merged	2,500,000	1,057,700		697,700					697,700
91	North San Pedro Housing - Prop 1C	4/13/2010	Upon receipt of grant funds	Community Towers, LLC	Purchase of APN: 259-34-034	Merged	515,706	515,706						515,706	515,706
92	North San Pedro Housing - Prop 1C	10/19/2010	Upon receipt of grant funds	Legacy Bassett Partners	Purchase of APN: 259-51-006	Merged	2,094,191	2,094,191						2,094,191	2,094,191
93	North San Pedro Housing - Prop 1C	4/13/2010	Upon receipt of grant funds	Green Valley Corporation	Purchase of APN: 259-31-073/74/75	Merged	151,096	151,096						151,096	151,096
94	North San Pedro Housing - Prop 1C	4/13/2010	Upon receipt of grant funds	St. James Enterprises, LP	Purchase of APN: 259-32-001/2/3/4	Merged	617,514	617,514						617,514	617,514
95	North San Pedro Housing (refer to "Notes" section)	1/1/2006	12/31/2012	Various - TBD	Eligible project costs	Merged	113,000	113,000						113,000	113,000
96	Corporate Expansion Program (refer to "Notes" section)	3/28/2011	3/28/2013	SunPower, Inc.	Capital Equipment Acquisition Assistance	Merged	500,000	500,000					500,000		500,000
97	Corporate Expansion Program (refer to "Notes" section)	6/24/2011	12/31/2012	SVTC Solar, Inc.	Capital Equipment Acquisition Assistance	Merged	250,000	250,000					250,000		250,000
98	Corporate Expansion Program (refer to "Notes" section)	6/10/2010	5/14/2015	Intermolecular, Inc.	Capital Equipment Acquisition Assistance	Merged	80,000								-
99	Corporate Expansion Program (refer to "Notes" section)	6/16/2009	1/1/2008	Shocking Technologies, Inc.	Capital Equipment Acquisition Assistance	Merged	187,500								-
100	Corporate Expansion Program (refer to "Notes" section)	12/9/2008	2/28/2014	Brocade Communications Systems, Inc.	Capital Equipment Acquisition Assistance	Merged	1,500,000								-
101	Purchase & Sale Agreement (refer to "Notes" section)	7/27/1998	Upon completion of obligation	Vendor or Contractor	Escrowed funds for CET Properties Environmental Clean-Up	Merged	22,353								-
102	Escrow Agreement (refer to "Notes" section)	5/23/2006	Upon disbursement of all escrow funds	Vendor or Contractor	Escrowed funds for future San Jose Martin Luther King, Jr. Library Capital Improvements and Upgrades	Merged	1,822,587								-
103	Disposition and Development Agreement (refer to "Notes" section)	12/10/2002	Upon completion of project closeout	CIM California Urban Real Estate Fund LP	Escrowed funds in connection with the Block 3 Project	Merged	720,479								-
104	Markham Terrace (refer to "Notes" section)	4/30/2010	Upon completion of project	Charities Housing	Replacement Housing obligation	Merged	10,000,000								-
105	SERAF Loan (refer to "Notes" section)	2/23/2010	6/30/2015	City of San Jose/Ice Centre Revenue Fund	SERAF Loan Agreement - Principal amount is \$2 million	Merged	2,017,617								-
106	SERAF Loan (refer to "Notes" section)	2/23/2010	6/30/2015	City of San Jose/Sewage Treatment Plant Connection Fee Fund	SERAF Loan Agreement - Principal amount is \$5 million	Merged	5,044,044								-
107	SERAF Loan (refer to "Notes" section)	2/23/2010	8/30/2015	City of San Jose/Subdivision Park Trust Fund	SERAF Loan Agreement - Principal amount is \$3 million	Merged	3,026,426								-
108	Low Moderate Income Fund Loan 1 (refer to "Notes" section)	2/23/2010	6/30/2015	City of San Jose/Low Mod Housing Fund	SERAF Loan Agreement Principal amount is \$52 million	Merged	82,521,793								-
109	Low Moderate Income Fund Loan 2 (refer to "Notes" section)	2/23/2010	6/30/2016	City of San Jose/Low Mod Housing Fund	SERAF Loan Agreement Principal amount is \$12.8 million	Merged	15,892,345								-

Item #	Project Name / Debt Obligation	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-13	Funding Source						
									LMIHF	Bond Proceeds	Reserve Balance	Admin Allowance	RPTTF	Other	Six-Month Total
110	SERAF Loan Origination and Monitoring Fee (refer to "Notes" section)	2/23/2010	6/30/2016	City of San Jose/Low Mod Housing Fund	SERAF Loan Agreement - \$187,500 annually	Merged	937,500								-
111	Parking Fund Loan	6/12/2007	Until obligation is paid in full	City of San Jose	Loans to Agency for various redevelopment purposes including debt service payments on 4th Street Garage - Principal amount is \$6.8 million	Merged	6,800,000								-
112	Parking Fund Loan II	10/4/2010	Until obligation is paid in full	City of San Jose	Loans to Agency for various redevelopment purposes including debt service payments on 4th Street Garage - Principal amount is \$6.8 million	Merged	6,800,000								-
113	Deferred Parkland Fees (refer to "Notes" section)	3/10/2011	Until obligation is paid in full	City of San Jose	Park impact fee payments for affordable housing projects	Merged	8,100,000								-
114	Hillview Playground (refer to "Notes" section)	5/4/2010	Until obligation is paid in full	City of San Jose	Repayment of loan for Hillview Playground renovation	Merged	200,000								-
115	County of Santa Clara vs San Jose Redevelopment Agency (refer to "Notes" section)	3/16/2011	Until obligation is paid in full	County of Santa Clara	Per March 2011 Settlement Agreement	Merged	23,780,000								-
116	Reimbursement Agreement (refer to "Notes" section)	7/1/2012	6/30/2042	City of San Jose	Reimbursement Agreement to capture costs advanced by the City of San Jose for annual costs related to the Convention Center, Fourth Street Garage, ERAF Loan, HUD 108 Loans, and Successor Agency administrative costs.	Merged	19,577,638								-
117	Successor Agency Personnel	N/A	N/A	Personnel Staff	Personnel costs for operations	Merged	N/A	1,132,700				494,010			494,010
118	SJRA-Unemployment Benefits	N/A	N/A	EDD	Ongoing unemployment benefits of former staff	Merged	N/A	90,000				30,000			30,000
119	Successor Agency employee benefit plan	12/15/2006	6/30/2013	EFLEXGROUP, Inc.	Flexible spending account administration-employee benefit	Merged	N/A	600				300			300
120	Successor Agency operations	5/14/2009	4/30/2014	Chang, Ruthenberg & Long PC	Legal services regarding employee benefits on an as-needed basis	Merged	N/A	6,600				600			600
121	Successor Agency operations	10/1/2010	10/31/2012	Jones Hall	Legal services on an as-needed basis	Merged	N/A	20,912				10,000			10,000
122	Successor Agency operations	N/A	N/A	TBD-Outside Counsel	Oversight Board legal services on an as-needed basis	Merged	N/A	26,500				10,000			10,000
123	Successor Agency operations	6/10/2010	4/30/2013	Macias, Gini & O'Connell, LLP	Financial audit services	Merged	N/A	113,750				30,250			30,250
124	Due Diligence Review (refer to "Notes" section)	TBD	TBD	BPM	Audit services required by AB 1484 to complete new "due diligence review" requirements	Merged	N/A	75,000				75,000			75,000
125	Successor Agency financial system	6/11/2009	6/30/2013	Systems Management, Inc.	JD Edwards technical support services on an as-needed basis	Merged	N/A	12,500				1,500			1,500
126	Successor Agency employee benefit plan	9/14/2009	12/31/2012	Lee Hecht Harrison, LLC	Transition employment services on an as-needed basis	Merged	N/A	4,000				2,000			2,000
127	Successor Agency retirement plans	7/1/2006	12/31/2012	Standard Retirement Services, Inc.	Investment administration services	Merged	N/A	4,000				2,000			2,000
128	Successor Agency retirement plans	7/1/2006	12/31/2012	Stancorp Investment Advisers, Inc.	Investment services	Merged	N/A	16,000				8,000			8,000
129	Successor Agency operations	6/28/2010	10/31/2012	AT&T Mobility	Monthly cell phone usage	Merged	N/A	2,600				1,300			1,300
130	Successor Agency operations	Monthly	N/A	City of San Jose - Finance	Monthly Successor Agency phone bill	Merged	N/A	2,400				1,200			1,200
131	Successor Agency operations	1/10/2001	Monthly	ADP, Inc.	Services associated with payroll processing	Merged	N/A	8,040				4,020			4,020
132	Successor Agency operations	6/14/2011	Open PO	Value Business Products	Office supplies/equipment on an as-needed basis	Merged	N/A	2,700				300			300
133	Successor Agency operations	6/30/2011	Open PO	CDW-Government, Inc.	Computer and printer supplies on an as-needed basis	Merged	N/A	1,800				300			300
134	Successor Agency operations	Monthly	N/A	Ricoh	Monthly lease and usage of copiers	Merged	N/A	8,400				4,200			4,200
135	Successor Agency operations	Monthly	N/A	Pitney Bowes Global Financial	Lease of postage meter machine	Merged	N/A	4,784				2,392			2,392
136	Successor Agency operations	8/1/2012	7/31/2013	Oracle America, Inc.	JD Edwards software update license & support	Merged	N/A	36,134				18,334			18,334
137	Successor Agency operations	8/9/2011	6/30/2013	Progent Corporation	Information technology network system assessment in connection with IT environment on an as-needed basis	Merged	N/A	3,500				1,000			1,000
138	Successor Agency operations	6/1/2011	6/30/2013	Ross Financial	Ongoing financial advisor services on an as-needed basis	Merged	N/A	35,000				5,000			5,000
139	Successor Agency operations	N/A	N/A	Misc Vendors	Meeting and payment equipment maintenance expenses	Merged	N/A	1,500				750			750
140 (a)	City Support Services	7/1/2012	6/30/2013	City of San Jose	City staff costs (legal, clerk, financial, housing, oversight)	Merged	N/A	817,850				526,000			526,000
140 (b)	City Support Services - Accrual (refer to "Notes" section)	7/1/2011	6/30/2012	City of San Jose	Legal services, City Clerk (Accrued from ROPS #1)	Merged	174,994	174,994				174,994			174,994
141 (a)	City Hall Lease	7/1/2012	6/30/2013	City of San Jose	Leased Space - 14th Floor Tower	Merged	N/A	100,000				50,000			50,000
141 (b)	City Hall Lease - Accrual (refer to "Notes" section)	7/1/2011	6/30/2012	City of San Jose	Leased Space-14th Floor Tower (Accrued from ROPS #1)	Merged	25,000	25,000				25,000			25,000

Name of Successor Agency:		Successor Agency to the Redevelopment Agency of the City of San Jose		
County:		Santa Clara		
RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III) -- Notes (Optional)				
January 1, 2013 through June 30, 2013				
Item #	Notes/Comments			
ROPS III				
	Summary Page			
	(*) It should be noted that the information required on Line E, the six-month total anticipated deposit into the Redevelopment Property Tax Trust Fund (Trust Fund), was provided, as required, by the County Auditor-Controller. The amount \$165.1 million, is disputed by the Successor Agency, in that it does not include all revenues that comprise former tax increment. Specifically, certain property tax levies, in the amount of approximately \$7.5 million are being withheld. Additionally, the amount provided by the County Auditor-Controller deducts certain administrative fees and costs that are allowed to be withheld by AB X1 26, but prohibited from being deducted from tax increment under the terms of the former Agency's bond indentures, and the terms of the County Pass-Through Agreement.			
	Additional Comments			
30-33, 35	This assumes the letters of credit with JPMorgan will be negotiated to extend current terms. The letters of credit will expire on March 1, 2013. If an extension of the letters of credit is not granted, \$93.6 million will be due in full and letter of credit fees may change accordingly. The total of \$3,827,400 reflects a scheduled transfer to the fiscal agent on June 28, 2013 to provide funding for the July 1 through December 31, 2013 debt service payments on the variable rate bonds. \$3,700,000 is required for the August 1, 2013 principal payment with the balance of \$127,400 covering interest payments over the six month period.			
48	This assumes the direct placement bond agreement with Wells Fargo will be negotiated to extend current terms. The current agreement will expire on April 1, 2013. The City is currently in technical default due to a recent downgrade made by Moodys Rating Agency. If an extension is not granted, \$86,175,000 will be due in full.			
74 (a) & (b)	This obligation reflects on-going common area maintenance charges for the Public Parking Garage owned by the Successor Agency in a Mixed-Use High-Rise Building. Unspecific termination date - the Successor Agency is responsible for obligation until asset is disposed. The total outstanding obligation amount is estimated on a year-to-year basis and is based on annual budget documentation provided by the Homeowners' Associations.			
	New Line Items			
1-17	Master Indenture for the Merged Area Tax Allocation Bonds requires that the Successor Agency pay to the trustee for bond debt service payments to be applied to the February 1st debt service with the remainder to be held by the trustee for the August 1st payments. The amount of \$134,145,934 represents all tax revenues minus the 20% Housing Set-Aside and the AB1280 Pass-thru Payment for the January 1, 2013 and June 15, 2013 distributions. These funds will be used by the trustee to pay the February 1, 2013 (\$39,387,162.53) and August 1, 2013 (\$93,597,162.53) debt service payments. Any residual amount returned from the trustee to the Successor Agency will be used to pay the debt service on the subordinate debt - 1996A&B and 2003A&B Variable Rate bonds. This is a different representation than previously shown on ROPS I and II.			
56	This line was added to accurately reflect the Commercial Paper debt issued to fund affordable housing projects.			
57	Reserve for Housing Set-Aside Tax Allocation Bond Debt Service: This is a new line included to reflect the allowance of H&S 34171 (d)(1)(A) to create a reserve of RPTTF funds for payment of debt due in the following ROPS period.			
116	Reimbursement Agreement: Current outstanding obligation for funds advanced by the City for Successor Agency loan obligations and administrative costs to be reimbursed by the Successor Agency.			
124	BPM: New administrative obligation for audit services to complete the "due diligence review" required by AB 1484.			
	Existing Enforceable Obligations			
67,68, 96, 97	These obligations are not new but were not included in prior ROPS because the obligation was not yet payable.			
95	North San Pedro Housing EPA Grant - Remaining grant balance to fund eligible project costs. Successor Agency will be reimbursed for these costs by the EPA upon submission of supporting documentation.			
98, 99, 100, 101, 102, 103	These obligations are not new but were not included in prior ROPS because the specific milestones per the agreements have not been completed. They are being placed on the ROPS for inclusion in the total outstanding debt.			
	Long-Term Obligations			
104	Markham Terrace: Replacement housing obligation for 99 affordable housing units destroyed in April 2010.			
105,106,107	SERAF Loan: Loan made to the former Redevelopment Agency to fund the state-mandated SERAF payment. Total obligation amounts reflect accrued interest based on loan agreement as of June 30, 2012. Amounts will be adjusted in future ROPS to reflect LAIF rate.			
108, 109	Low Moderate Income Fund 1 & 2: Total obligation amounts reflect maximum interest rates based on loan agreement. Values will be adjusted in future ROPS to reflect LAIF rates.			
110	SERAF Loan Origination and Monitoring Fee: Administrative costs of origination and ongoing monitoring related to the SERAF Loan.			

Name of Successor Agency: <u>Successor Agency to the Redevelopment Agency of the City of San Jose</u>	
County: <u>Santa Clara</u>	
RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III) -- Notes (Optional)	
January 1, 2013 through June 30, 2013	
Item #	Notes/Comments
111, 112	Parking Fund Loan I & II: Loans to Agency for various redevelopment purposes including debt service payments on the Fourth Street Garage.
113	Deferred Parkland Fee: Outstanding obligation to be paid to the City in connection with park impact fees for affordable housing projects.
114	Hillview Playground: Outstanding obligation to repay City for loan in connection with the Hillview Playground renovation project.
115	County of Santa Clara March 2011 Settlement Agreement: Overdue Pass-through payments owed to the County. First Installment due June 30, 2014.
	Accruals
67, 73 (b), 74 (b), 75, 76 (b), 78 (b), 79, 80 (b), 83 (b), 86 88, 140 (b), 141 (b)	These accruals represent unpaid obligations from the ROPS 1 reporting period of January 1, 2012 to June 30, 2012.
ROPS 1 - Prior Period Estimated Obligations vs. Actual Payments	
	Estimate vs Actual Variance Explanations
	Merged Area Bonds - Master Indenture: As required per the Master Indenture for the Merged Area Tax Allocation Bonds, the Successor Agency must pay all tax revenues minus the 20% Housing Set-Aside and AB1290 Pass-Thru Payment upon receipt to the trustee for bond debt service payments.
P1/Form A - 24, 25, 26, 27	Subordinated Bonds: The Debt Service on the Variable Rate Bonds was paid June 2012 as required by the bond Indenture and Invoiced by the fiscal agent. ROPS 1 forecast reflected when the actual Debt Service payment is made by fiscal agent. The amount paid includes funding to cover the principal payment due August 1, 2012 of \$3,300,000 and the balance to fund interest payment for the July thru December 31, 2012 period.
P1/Form A - 28	Letter of Credit Fees: Quarterly/monthly invoice for April 1 to June 30, 2012 fees received in July 2012.
P1/Form A - 29	Variable Rate Remarketing Fees: Additional costs associated with the letter of credit extension.
P2/Form A - 36, P2/Form A - 37, P1/Form B - 24, P2/Form B, 50-52, P1/Form C - 4, 6, 7, 18, 22	Consultant services which are used on an as-needed basis. Amount expended may vary during the reporting period.
P1/Form B, 1-9	The funding source for the Housing Tax Allocation Bonds were erroneously listed for payment under the LMIHF on ROPS 1. Actual payments were made from RPTTF. These changes were made to an amended ROPS 1, but not accepted by OOF. The amounts were higher than estimated due to the transfer of funds to the trustee for the August 1, 2012 payment made in June 2012 to alleviate market and investor concerns regarding the insufficiency of funds.
P1/Form B-10, 11	2005/2008 ERAF Loans: ROPS 1 amounts included the November 2012 payment.
P1/Form B, 15-19; 23, 28, 30, 35, 48; P2/Form B - 60	Payments for services completed prior to or in June 2012 are on hold due to insufficiency of funds to pay for these obligations. These payments will be reported on ROPS 3 as accrued obligations.
P2/Form B - 42	HUD 108 Loans - The debt service for the HUD 108 loans were paid by the Community Development Block Grant Fund (COBG) during the ROPS 1 period.
P2/Form B - 46	Property-Based Business Improvement District: Assessment amount was lower than prior year payment resulting from a reduction in Successor Agency owned properties.
P2/Form B - 53	Asset Management: Actual amount exceeded estimate as a result of unforeseen (emergency) repairs/maintenance required for Successor Agency owned properties.
P2/Form B - 56	First Community Housing: Project has been delayed pending execution of Prop 1C Grant Agreement.
P2/Form B, 62-67	The encumbered cash for these obligations were transferred to the Successor Housing Agency as part of the affordable housing asset transfer.
P2/Form B - 67	The actual amount for this item was greater than the estimated value because the entire value of the asset was transferred, not only the estimated payment amount for this time period.
P1/Form C - 2	EOD: There has been a substantial reduction in unemployment benefit payments as former Redevelopment Agency staff are finding employment.
P1/Form C - 3	EFLEXGROUP, Inc.: A reduction in Successor Agency staff has resulted in a lower monthly fees.

Name of Successor Agency: Successor Agency to the Redevelopment Agency of the City of San Jose	
County: Santa Clara	
RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III) -- Notes (Optional)	
January 1, 2013 through June 30, 2013	
Item #	Notes/Comments
P1/Form C - 5	Macias, Gini & O'Connell: Preliminary audit services were not performed during the reporting period.
P1/Form C - 14	Copier Leases: Four copiers were returned to Canon and were replaced with only two Ricoh copiers which resulted in copier cost savings.
P1/Form C, 20&21	City Hall Lease/Support Services: Payments to the City have been on hold due to an insufficiency of funds. These payments are reported on ROPS 3 as accrued obligations.
	Housing Tax Allocation Bonds - Fiscal Agent Fees: These fiscal agent fees were not included on ROPS 1 but were paid during January to June 2012. Due to timing differences, these payments are included in ROPS 2.
	Administrative Cost Allowance: Estimated and actual totals are for the period February to June 2012.
P1/Form B, 20, 21, 22, 25, 26, 27, 29, 31, 32-38; P2/Form B 43-47, 49, 55, 57-59, 61; P1/Form C - 17	Pursuant to HSC 34187 (a) (1) obligations that have retired or have been paid-off during the ROPS 1 period have been listed in this schedule.

Pursuant to Health and Safety Code section 34186 (a)
PRIOR PERIOD ESTIMATED OBLIGATIONS vs. ACTUAL PAYMENTS
RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS I)
January 1, 2012 through June 30, 2012

Page/Form	Line	Project Name / Debt Obligation	Payee	Description/Project Scope	Project Area	LMIHF		Bond Proceeds		Reserve Balance		Admin Allowance		RPTTF		Other	
						Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual
		Grand Total				\$ 17,492,510	\$ 8,937,709	\$ 196,141	\$ 195,541	\$ -	\$ -	\$ 1,362,577	\$ 882,186	\$ 46,954,862	\$ 164,944,840	\$ 9,977,733	\$ 4,117,792
N/A	N/A	Merged Area Bonds - Master Indenture	Union Bank	As required per the Master Indenture for the Merged Area Tax Allocation Bonds, the Successor Agency must pay all tax revenues minus the Housing Set-Aside and AB1290 Pass-thru Payment upon receipt to the trustee for bond debt service payments.	Merged									0	132,130,057		
P1/Form A	1	Series 1993 (Merged Area Refunding)	Union Bank	Represents Agency issued bonds that are secured by 80% of future annual tax increment funds (Tax Allocation Bonds)	Merged									545,850	0		
P1/Form A	2	Series 1997 (Merged Area)	Union Bank	This authorizes the issuance of \$106,000,000 aggregate principal amount (Tax Allocation Bonds)	Merged									161,585	0		
P1/Form A	3	Series 1999 (Merged Area)	Union Bank	This authorizes the issuance of \$240,000,000 aggregate principal amount (Tax Allocation Bonds)	Merged									306,850	0		
P1/Form A	4	Series 2002 (Merged Area)	Union Bank	This authorizes the issuance of \$350,000,000 aggregate principal amount (Tax Allocation Bonds)	Merged									296,213	0		
P1/Form A	5	Series 2003 (Merged Area)	Union Bank	This authorizes the issuance of \$135,000,000 aggregate principal amount (Tax Allocation Bonds)	Merged									3,114,007	0		
P1/Form A	6	Series 2004A (Merged Area)	Union Bank	This authorizes the issuance of \$281,985,000 aggregate principal amount (Tax Allocation Bonds)	Merged									4,644,770	0		
P1/Form A	7	Series 2005A (Merged Area)	Union Bank	This authorizes the issuance of \$152,950,000 aggregate principal amount (Tax Allocation Refunding Bonds)	Merged									3,261,399	0		
P1/Form A	8	Series 2005B (Merged Area)	Union Bank	This authorizes the issuance of \$67,130,000 aggregate principal amount (Tax Allocation Refunding Bonds)	Merged									1,676,500	0		
P1/Form A	9	Series 2006A (Taxable) (Merged Area)	Union Bank	This authorizes the issuance of \$14,300,000 aggregate principal amount (Taxable Tax Allocation Bonds)	Merged									375,725	0		
P1/Form A	10	Series 2006B (Merged Area)	Union Bank	This authorizes the issuance of \$67,000,000 aggregate principal amount (Taxable Tax Allocation Bonds)	Merged									1,540,750	0		
P1/Form A	11	Series 2006C (Merged Area)	Union Bank	This authorizes the issuance of \$423,430,000 aggregate principal amount (Tax Allocation Refunding Bonds)	Merged									9,568,571	0		
P1/Form A	12	Series 2006D (Merged Area)	Union Bank	This authorizes the issuance of \$277,755,000 aggregate principal amount (Tax Allocation Refunding Bonds)	Merged									6,848,975	0		
P1/Form A	13	Series 2007A (Taxable) (Merged Area)	Union Bank	This authorizes the issuance of \$21,330,000 aggregate principal amount (Taxable Tax Allocation Bonds)	Merged									359,188	0		

Page/Form	Line	Project Name / Debt Obligation	Payee	Description/Project Scope	Project Area	LMIHF		Bond Proceeds		Reserve Balance		Admin Allowance		RPTTF		Other	
						Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual
P1/Form A	14	Series 2007B (Merged Area)	Union Bank	This authorizes the issuance of \$191,600,000 aggregate principal amount (Tax Allocation Bonds)	Merged									4,486,263	0		
P1/Form A	15	Series 2008A (Merged Area)	Union Bank	This authorizes the issuance of \$37,150,000 aggregate principal amount (Tax Allocation Bonds)	Merged									853,853	0		
P1/Form A	16	Series 2008B (Merged Area)	Union Bank	This authorizes the issuance of \$80,145,000 aggregate principal amount (Tax Allocation Bonds)	Merged									2,667,759	0		
P1/Form A	17	Series 1997 (Merged Area)	Union Bank	Fiscal Agent Services	Merged									3,250	3,250		
P1/Form A	18	Series 2002 (Merged Area)	Union Bank	Fiscal Agent Services	Merged									3,785	3,250		
P1/Form A	19	Series 2004A (Merged Area)	Union Bank	Fiscal Agent Services	Merged									3,700	3,550		
P1/Form A	20	Series 1993 (Merged Area Refunding)	Union Bank	Fiscal Agent Services	Merged									10,190	10,190		
P1/Form A	21	Series 1999 (Merged Area)	Union Bank	Fiscal Agent Services	Merged									3,070	3,070		
P1/Form A	22	Series 2003 (Merged Area)	Union Bank	Fiscal Agent Services	Merged									3,250	3,250		
P1/Form A	23	Series 2008A (Merged Area)	Union Bank	Fiscal Agent Services	Merged									2,190	2,190		
P1/Form A	24	Series 1996A (Merged Area)	US Bank	Senior Subordinated Bonds (Tax Allocation Bonds) These bonds are secured by a reimbursement agreement from JP Morgan. Remaining amount of obligation assumes interest at highest allowed variable rate.	Merged									28,773	1,006,638		
P1/Form A	25	Series 1996B (Merged Area)	US Bank	Senior Subordinated Bonds (Tax Allocation Bonds) These bonds are secured by a reimbursement agreement from JP Morgan. Remaining amount of obligation assumes interest at highest allowed variable rate.	Merged									60,160	1,007,509		
P1/Form A	26	Series 2003A (Merged Area)	US Bank	Senior Subordinated Bonds (Tax Allocation Bonds) These bonds are secured by a reimbursement agreement from JP Morgan. Remaining amount of obligation assumes interest at highest allowed variable rate.	Merged									43,620	1,347,742		
P1/Form A	27	Series 2003B (Merged Area)	US Bank	Senior Subordinated Bonds (Tax Allocation Bonds) These bonds are secured by a reimbursement agreement from JP Morgan. Remaining amount of obligation assumes interest at highest allowed variable rate.	Merged									15,300	22,426		
P1/Form A	28	LOC Fees (refer to "Notes" section)	JP Morgan	Letter of Credit Fees - Series 1996A&B and Series 2003A & B	Merged									1,080,000	727,049		
P1/Form A	29	Series 1996A & B (Merged Area) - (refer to "Notes" section)	Citigroup Global Markets, Inc./Merrill Lynch	Remarketing Fees - Variable Rate Bonds	Merged									12,000	19,485		
P1/Form A	30	Series 2003A (Taxable) (Merged Area)	JPMS LLC Cash Management	Remarketing Fees - Variable Rate Bonds	Merged									10,850	10,627		
P1/Form A	31	Series 2003B (Merged Area)	Bank of America/Merrill Lynch	Remarketing Fees - Variable Rate Bonds	Merged									4,915	4,882		
P1/Form A	32	4th and San Fernando - Series 2001A	Wells Fargo Bank	Two Agency Projects, the Convention Center and the 4th Street Garage, were financed by bonds issued by the SJ Financing Authority and backed by Redevelopment Agency revenues.	Merged									1,681,396	1,681,396		
P1/Form A	33	4th and San Fernando - Series 2001A	Wells Fargo Bank	Fiscal Agent Services	Merged									2,200	2,200		
P2/Form A	34	Convention Center - Series 2001F	US Bank	Two Agency Projects, the Convention Center and the 4th Street Garaga, were financed by bonds issued by the SJ Financing Authority and backed by Redevelopment Agency revenues.	Merged									3,193,475	3,193,475		
P2/Form A	35	Series 1996A & B; Series 2003A &B; Series 2008F (Merged Area)	Standard & Poors	Annual Analytical Review	Merged									4,500	4,500		

ge/Form	Line	Project Name / Debt Obligation	Payee	Description/Project Scope	Project Area	LMIHF		Bond Proceeds		Reserve Balance		Admin Allowance		RPTTF		Other	
						Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual
/Form A	36	Successor Agency Bond Activities (refer to "Notes" section)	Urban Analytics, LLC	Fiscal consultant services including analysis of tax increment data	Merged									30,000	22,660		
/Form A	37	Successor Agency Bond Activities (refer to "Notes" section)	Bond Logistics	Arbitrage rebate calculation services	Merged									50,000	0		
/Form B	1	Series 1997E (AMT) (Merged Area) - (refer to "Notes" section)	Wells Fargo Bank	Housing Set-Aside Tax Allocation Bonds	Merged	497,356									1,334,711		
/Form B	2	Series 2003J (Taxable) (Merged Area) - (refer to "Notes" section)	Wells Fargo Bank	Housing Set-Aside Tax Allocation Bonds	Merged	851,803									4,018,598		
/Form B	3	Series 2003K (Merged Area) - (refer to "Notes" section)	Wells Fargo Bank	Housing Set-Aside Tax Allocation Bonds	Merged	123,568									477,113		
/Form B	4	Series 2005A (Merged Area) - (refer to "Notes" section)	Wells Fargo Bank	Housing Set-Aside Tax Allocation Bonds	Merged	240,793									481,587		
/Form B	5	Series 2005B (Merged Area) - (refer to "Notes" section)	Wells Fargo Bank	Housing Set-Aside Tax Allocation Bonds	Merged	2,894,835									8,894,659		
/Form B	6	Series 2010A-1 (Merged Area) - (refer to "Notes" section)	Wells Fargo Bank	Housing Set-Aside Tax Allocation Bonds	Merged	1,427,391									2,854,777		
/Form B	7	Series 2010A-2 (Merged Area) - (refer to "Notes" section)	Wells Fargo Bank	Housing Set-Aside Tax Allocation Bonds	Merged	55,575									111,150		
/Form B	8	Series 2010B (Taxable) (Merged Area) - (refer to "Notes" section)	Wells Fargo Bank	Housing Set-Aside Tax Allocation Bonds	Merged	103,934									1,637,864		
/Form B	9	Series 2010C (Taxable) (Merged Area) - (refer to "Notes" section)	Wells Fargo Bank	Housing Set-Aside Tax Allocation Bonds	Merged	2,205,947									3,924,985		
/Form B	10	CSCDA - 2005 ERAF Loan (refer to "Notes" section)	CSCDA	Debt incurred for payment to the State to fund schools through the Education Revenue Augmentation Fund (ERAF). The State will intercept the City's property tax revenues to the extent that the loan repayment are not made by the Agency.	Merged											2,477,175	1,237,989
/Form B	11	CSCDA - 2006 ERAF Loan (refer to "Notes" section)	CSCDA	Debt incurred for payment to the State to fund schools through the Education Revenue Augmentation Fund (ERAF). The State will intercept the City's property tax revenues to the extent that the loan repayment are not made by the Agency.	Merged											2,014,600	1,007,258
/Form B	12	Low Moderate Income Fund Loan 1	City of San Jose	SERAF Loan Agreement - Principal amount is \$52 million	Merged	0	149,457									755,178	0
/Form B	13	Low Moderate Income Fund Loan 2	City of San Jose	SERAF Loan Agreement - Principal amount is \$12.8 million	Merged											24,000	0
/Form B	14	San Jose Redevelopment Agency vs Solis, Torrez dba Patty's Inn	Kenneth F. Solis or Bonnie C. Torrez dba Patty's Inn	Settlement Agreement & General Release	Merged											50,000	50,000
/Form B	15	Adobe - Water Monitoring (refer to "Notes" section)	AECOM Technical Services, Inc./State Water Resources Control Board	Adobe Water Monitoring Services	Merged											30,000	21,480
/Form B	16	Corporate Expansion Program (refer to "Notes" section)	Mission West Properties, LP	San Jose BioCenter Lease - 5941 Optical Ct.	Merged											197,608	131,739
/Form B	17	Block 3: Central Place Parking - (refer to "Notes" section)	The 88 Master/Residential Association	Garage Cost Sharing - Annual Estimate	Merged											128,295	82,230
/Form B	18	Japantown - Parking Lot Lease (refer to "Notes" section)	Dobashi Kumata Partners	Parking Lot Lease - 575 North Sixth St.	Merged											22,285	18,571
/Form B	19	The Alameda - Parking Lease (refer to "Notes" section)	Gillick Family Partnership	Parking Lot Lease - The Alameda & Race St.	Merged											4,526	3,784
/Form B	23	Automatic Public Toilets (refer to "Notes" section)	JCDecaux San Francisco, LLC & Utility Companies	Rental - Seven Automatic Public Toilets	Merged											442,653	289,557

Page/Form	Line	Project Name / Debt Obligation	Payee	Description/Project Scope	Project Area	LMIHF		Bond Proceeds		Reserve Balance		Admin Allowance		RPTTF		Other	
						Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual
P1/Form B	24	Real Estate & Relocation Services (refer to "Notes" section)	Cornerstone Earth Group, Inc.	Environmental & Geotechnical Services	Merged											15,000	0
P1/Form B	28	San Jose Innovation Center (refer to "Notes" section)	RSTP Investments, LLC	Lease - 100 East Santa Clara Street	Merged											239,369	159,579
P1/Form B	30	San Jose Downtown Association (refer to "Notes" section)	San Jose Downtown Association	Marketing/Promotional & Public Space Programming Services	Merged											150,560	136,460
P1/Form B	35	NBD Program Operations (refer to "Notes" section)	Story Road Business Association	Promotional & Marketing Activities	Merged											5,000	0
P2/Form B	39	HUD Section 108 Note (Masson/Dr. Eu/Security)	Bank of New York	Debt incurred for U.S. Department of Housing and Urban Development (HUD) Section 108 Loans.	Merged											361,365	7,272
P2/Form B	40	HUD Section 108 Note (CIM Block 3/Central Place)	Bank of New York	Contract for loan guarantee assistance for housing and urban development.	Merged											636,875	42,275
P2/Form B	41	HUD Section 108 Note (Story/King Retail)	Bank of New York	Deed of trust	Merged											834,507	56,946
P2/Form B	42	HUD 108 Loans	City of San Jose/CDBG	Escrow funds for repayment of HUD loans, redevelopment plan for the San Jose Almaden Gateway Redevelopment Project, San Jose Century Center Redevelopment Project.	Merged											108,000	0
P2/Form B	46	Property-Based Business Improvement District (refer to "Notes" section)	Property and Business Improvement District	Payment of Downtown San Jose Property-Based Business Improvement District assessments per the agreement between the City of San Jose and the San Jose Downtown Property Owner's Association	Merged											74,142	19,307
P2/Form B	48	The Alameda - Parking Lease (refer to "Notes" section)	Pro-Sweep, Inc.	Parking Lot Sweeping Services	Merged											3,000	1,497
P2/Form B	50	Asset Management (refer to "Notes" section)	Hill Enterprises	Handyman Services	Merged											14,756	9,954
P2/Form B	51	Asset Management (refer to "Notes" section)	Flagship Facility Services, Inc.	Property Maintenance Services	Merged											12,000	10,665
P2/Form B	52	Asset Management (refer to "Notes" section)	Security Code 3, Inc.	Unarmed Security Services	Merged											7,200	4,410
P2/Form B	53	Asset Management/Successor Agency's Lease Obligations (refer to "Notes" section)	Misc Vendors	Utilities, insurance and maintenance for Successor Agency Properties	Merged											33,000	53,146
P2/Form B	54	Casa Feliz	Various tenants	Relocation payments to tenants relocated from the Casa Feliz affordable housing complex	Merged	6,000	3,450										
P2/Form B	56	North San Pedro Housing (refer to "Notes" section)	First Community Housing per DDA	Affordable Housing Project Construction	Merged											420,000	0
P2/Form B	60	Center for Employment Training Facility Renovation (refer to "Notes" section)	Artik Art & Architecture	Architectural & Cost Estimating Services	Merged											13,600	6,800
P1/Form C	1	Successor Agency Personnel	Personnel Staff	Personnel costs for operations	Merged							560,900	564,708				
P1/Form C	2	Personnel - Unemployment Benefits (refer to "Notes" section)	EDD	Ongoing Unemployment benefits of former staff	Merged							200,000	18,155				
P1/Form C	3	Successor Agency employee (refer to "Notes" section)	EFLEXGROUP, Inc.	Third Party Benefit Provider	Merged							760	144				
P1/Form C	4	Successor Agency Operations (refer to "Notes" section)	Chang, Ruthenberg & Long PC	Tax Counsel Services on an as-needed basis	Merged							12,951	2,872				
P1/Form C	5	Annual Financial Audit (refer to "Notes" section)	Macias, Gini & O'Connell, LLP	Financial Audit Services	Merged							48,000	0				
P1/Form C	6	Successor Agency financial system (refer to "Notes" section)	Systems Management, Inc.	JD Edwards technical support systems	Merged							16,715	275				
P1/Form C	7	Employee Transition Systems (refer to "Notes" section)	Lee Hecht Harrison LLC	Transition employment services for laid off employees	Merged							9,000	0				
P1/Form C	8	Successor Agency retirement and deferred compensation plans	Standard Retirement Services, Inc.	Investment administration services	Merged							2,500	1,673				

Page/Form	Line	Project Name / Debt Obligation	Payee	Description/Project Scope	Project Area	LMIHF		Bond Proceeds		Reserve Balance		Admin Allowance		RPTTF		Other	
						Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual
P1/Form C	9	Successor Agency retirement and deferred compensation plans	Stancorp Investment Advisers, Inc.	Investment services	Merged							15,000	4,832				
P1/Form C	10	Successor Agency Operations	AT&T Mobility	Monthly service for cell phone usage for designated Agency employees	Merged							1,115	1,001				
P1/Form C	11	Successor Agency Operations	ADP, Inc.	Services associated with the processing of the Agency's payroll	Merged							1,250	3,167				
P1/Form C	12	Successor Agency Operations	Value Business Products	Office supplies/equipment on an as-needed basis	Merged							2,500	5,241				
P1/Form C	13	Successor Agency Operations	CDW-Government, Inc.	Computer and printer supplies on an as-needed basis	Merged							2,500	2,645				
P1/Form C	14	Successor Agency Operations (refer to "Notes" section)	Canon Business Solutions/CBS Newcal, Inc./Ricoh	Monthly lease and usage of copiers	Merged							10,000	3,935				
P1/Form C	15	Successor Agency Operations	Pitney Bowes Global Financial	Lease of postage meter machine	Merged							1,146	1,146				
P1/Form C	16	Successor Agency Operations	Oracle America, Inc.	JD Edwards software update license & support	Merged							8,900	8,900				
P1/Form C	18	Successor Agency Operations (refer to "Notes" section)	Ross Financial	Ongoing financial advisor services	Merged							96,000	57,220				
P1/Form C	19	Successor Agency Operations	Misc. Vendors	Travel, training, communications	Merged							7,060	4,487				
P1/Form C	20	City Support Services (refer to "Notes" section)	City of San Jose	Legal Services, City Clerk	Merged							292,000	175,000				
P1/Form C	21	City Hall Lease (refer to "Notes" section)	City of San Jose	Leased Space - 14th Floor Tower (Co-op Agreement)	Merged							42,000	25,000				
P1/Form C	22	Successor Agency Bond Activities (refer to "Notes" section)	Jones Hall	Legal Services on an as-needed basis	Merged							27,280	0				
		Series 1997E (AMT) (Merged Area)	Wells Fargo Bank	Fiscal Agent Fees	Merged	0	1,000										
		Series 2010A-1 (Merged Area)	Wells Fargo Bank	Fiscal Agent Fees	Merged	0	1,500										
		Series 2010B (Taxable) (Merged Area)	Wells Fargo Bank	Fiscal Agent Fees	Merged	0	1,500										
		Series 2010C (Taxable) (Merged Area)	Wells Fargo Bank	Fiscal Agent Fees	Merged	0	1,500										
Encumbered Cash Assets Transferred to Successor Housing Agency (refer to "Notes" section)																	
P2/Form B	62	Belovida at Newbury Park - Loan 1	Belovida at Newbury Park,	Construction loan for 180 unit affordable rental development	Merged	3,276,406	3,851,118										
P2/Form B	63	Roundtable	Unity Care	Acquisition rehabilitation project of an 8-unit rental development	Merged	208,540	29,418										
P2/Form B	64	Brookwood Terrace Family Apartments	Brookwood Terrace Family Apartments	Construction loan for 84 unit affordable rental development	Merged	1,034,395	386,890										
P2/Form B	65	North 4th - Loan 2	First Community Housing	100 Unit (99 Affordable) Housing Project	Merged	3,376,123	2,491,421										
P2/Form B	66	Orvieto	ROEM	92 Unit Affordable Housing Project	Merged	794,309	580,455										
P2/Form B	67	Ford and Monterey (refer to "Notes" section)	Eden Housing, Inc.	75 Unit Family Affordable Housing Project	Merged	395,545	1,430,000										
Retired or Paid-Off Obligations (refer to "Notes" section)																	
P1/Form B	20	The Alameda - Parking Lease	Westminster Presbyterian Church	Parking Lot Lease - 1100 Shasta Ave.	Merged											4,058	2,402
P1/Form B	21	Arena Employee Parking	West Coast Parking, Inc.	Parking Lease-W. Santa Clara Under 87	Merged											16,800	8,400
P1/Form B	22	Arena Employee Parking	Classic Parking, Inc.	Parking Lease-364 W. Santa Clara St.	Merged											18,000	9,000
P1/Form B	25	Real Estate & Relocation Services	Keyser Marston Associates, Inc.	Real Estate Valuation & Financial Consulting	Merged											10,000	0
P1/Form B	26	Miraldo	Comerstone Earth Group, Inc.	Environmental & Geotechnical Services	Merged											10,170	10,170
P1/Form B	27	Competitive Art Capital Fund	The Tabard Theatre Co.	Property Use - 29 North San Pedro St.	Merged											11,500	8,500
P1/Form B	29	NBD: Marketing	San Jose Silicon Valley Chamber of Commerce	Marketing Services - Promotion of Events	Merged											34,717	12,767

Page/Form	Line	Project Name / Debt Obligation	Payee	Description/Project Scope	Project Area	LMIHF		Bond Proceeds		Reserve Balance		Admin Allowance		RPTTF		Other	
						Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual
P1/Form B	31	Small Business Assistance	Hispanic Chamber of Commerce of Silicon Valley	Small Business Assistance - Training, Counseling & Networking	Merged											20,000	5,000
P1/Form B	32	NBD Program Operations	East Santa Clara Street Business Association	Promotional & Marketing Activities	Merged											4,975	4,975
P1/Form B	33	NBD Program Operations	Japantown Business Association	Promotional & Marketing Activities	Merged											1,538	999
P1/Form B	34	NBD Program Operations	North 13th Street Business Association	Promotional & Marketing Activities	Merged											5,000	5,000
P1/Form B	36	NBD Program Operations	The Alameda Business Association	Promotional & Marketing Activities	Merged											5,000	5,000
P1/Form B	37	NBD Program Operations	West San Carlos Street Business Association	Promotional & Marketing Activities	Merged											5,000	3,596
P1/Form B	38	NBD Program Operations	Winchester Business Association	Promotional & Marketing Activities	Merged											4,422	0
P2/Form B	43	Arena Pass-through	City of San Jose	Reimbursement to City per San Jose Arena Management Agreement	Merged											356,784	356,784
P2/Form B	44	Autumn Street Infrastructure	David J. Powers & Associates, Inc.	NEPA Environmental Assessment	Merged			10,768	10,768								
P2/Form B	45	Autumn Street Infrastructure	David J. Powers & Associates, Inc.	NEPA Environmental Assessment	Merged											25,000	25,722
P2/Form B	47	Civic Auditorium	Garden City Construction, Inc.	Contractor - Civic Auditorium Phase II	Merged											225,532	225,532
P2/Form B	49	Asset Management	CA Window Cleaning	Window Cleaning Services	Merged											180	540
P2/Form B	55	ACE Charter School	ACE Charter School	OPA - New School Facility Assistance	Merged			185,373	184,773								
P2/Form B	57	NBD: Façade Improvements	Edwin Bruce Associates	Architectural Services	Merged											11,388	1,850
P2/Form B	58	NBD: Façade Improvements	Kerby Construction	Façade Grant Impvts.-1005-1009 Lincoln Avenue	Merged											98,000	58,136
P2/Form B	59	NBD: Façade Improvements	Martina Landscaping	Parking Lot & Landscaping Improvements - Owner Participation 3605 Union Avenue	Merged											25,000	22,500
P2/Form B	61	Purchase & Sale Agreement	Brandenburg/Green Valley	Estimated closing costs in connection with the sale of Agency property located at 193 East Santa Clara Street, San Jose, CA	Merged											9,975	0
P1/Form C	17	Successor Agency Operations	Rosenow Spevacek Group, Inc.	Financial analyses, including AB1290, in connection with tax increment assessment and reporting documentation.	Merged							5,000	1,785				